

Phillip Lamberson – State Bar No. 00794134  
Rakhee V. Patel – State Bar No. 00797213  
Annmarie Chiarello – State Bar No. 24097496

**WINSTEAD PC**

500 Winstead Building  
2728 N. Harwood Street  
Dallas, Texas 75201  
Telephone: (214) 745-5400  
Facsimile: (214) 745-5390  
plamberson@winstead.com  
rpatel@winstead.com  
achiarello@winstead.com

**COUNSEL FOR SEACRET DIRECT, LLC**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF TEXAS  
SHERMAN DIVISION**

**IN RE:**

**SPHERATURE INVESTMENTS LLC,  
*et al.*,**

**DEBTORS.<sup>1</sup>**

§  
§  
§  
§  
§  
§

**Chapter 11**

**Case No. 20-42492**

**Jointly Administered**

**MOTION FOR EXPEDITED HEARING ON SEACRET DIRECT, LLC'S EXPEDITED  
MOTION TO COMPEL ASSUMPTION OR REJECTION OF LIMITED  
SOLICITATION AGREEMENT**

**TO THE HONORABLE BRENDA T. RHOADES, CHIEF U.S. BANKRUPTCY JUDGE:**

Seacret Direct, LLC ("Seacret") hereby files this Motion for Expedited Hearing ("Expedite Motion") seeking an expedited hearing on the *Motion to Compel Assumption or Rejection of Limited Solicitation Agreement* [Docket No. 494] (the "Compel Motion") filed by Seacret and respectfully states the following:

---

<sup>1</sup> The "Debtors" in the above-captioned jointly-administered chapter 11 bankruptcy cases ("Cases") are: Spherature Investments LLC ("Spherature") EIN#5471; Rovia, LLC ("Rovia") EIN#7705; WorldVentures Marketing Holdings, LLC ("WV Marketing Holdings") EIN#3846; WorldVentures Marketplace, LLC ("WV Marketplace") EIN#6264; WorldVentures Marketing, LLC ("WV Marketing") EIN#3255; WorldVentures Services, LLC ("WV Services") EIN#2220.

### **FACTUAL AND PROCEDURAL BACKGROUND**

1. On December 21, 2020 (the "Petition Date"), the Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code. No trustee or examiner has been appointed in these cases, and the Debtors remain in control of their assets and estates as debtors-in-possession.

2. On January 22, 2021, an Official Committee of Unsecured Creditors (the "Committee") was appointed in these cases.

3. Before the Petition Date, Seacret and WV Marketing entered into a Limited Solicitation Agreement (the "Limited Solicitation Agreement").<sup>2</sup>

4. As set forth more fully in the Compel Motion, the Limited Solicitation Agreement is clearly an executory contract. There are numerous performance and other ongoing obligations due from both Seacret and WV Marketing under the Limited Solicitation Agreement.

5. On or about September 23, 2021, the Debtors filed their *Fourth Amended Joint Chapter 11 Plan for Spherature Investments LLC and its Debtor Affiliates* [Docket No. 459] (the "Plan"). The hearing to consider confirmation of the Plan is currently set for **October 21, 2021**.

### **RELIEF REQUESTED**

6. Section 365(d)(2) requires the Debtors to assume or reject all executory contracts before confirmation of a plan. As set forth more fully in the Compel Motion, the Plan fails to comply with this requirement of the Bankruptcy Code. As confirmation of the Plan is currently set for October 21, 2021, and Section 365(d)(2) requires all assumption and rejection to take place at or before confirmation, the Compel Motion should be heard at or before confirmation.

---

<sup>2</sup> Before the Limited Solicitation Agreement, Seacret and WV Marketing entered a Co-Marketing Agreement; however, this agreement was largely replaced by the Limited Solicitation Agreement. Further, although WV Marketing was the signatory to the Limited Solicitation Agreement, the agreement was binding on the other Debtors by the express terms of the Limited Solicitation Agreement.

Further, the issues around treatment of the Limited Solicitation Agreement by the Plan will be addressed at confirmation. Therefore, an expedited hearing on the Compel Motion is necessary to align it with the confirmation hearing.

7. Under this Court's Local Rules, twenty-one (21) days' notice would typically be required for the Compel Motion. However, Rule 9006(c) of the Federal Rules of Bankruptcy Procedure permits the Court to reduce, for "cause shown," the time within which an act is required to be done under the Bankruptcy Rules. Fed. R. Bankr. P. 9006(c). In this case, cause exists to grant an expedited hearing to ensure the Debtors' compliance with Section 365(d)(2) of the Bankruptcy Code.

8. Notice of the proposed expedited hearing will be provided to the Debtor, counsel for the Debtor, the Committee, all parties on the Debtors' Complex Service List, and all parties who have requested notice in this case by U.S. Mail and electronic notice consistent with the Electronic Filing Procedures in this District.

**WHEREFORE, PREMISES CONSIDERED,** Seacret respectfully requests that the Court (i) grant the Expedite Motion, (ii) order that the Compel Motion be set for hearing on or before October 21, 2021, and (iii) grant Seacret such further relief, whether in law or in equity, to which it may be justly entitled.

**DATED: October 6, 2021.**

Respectfully submitted,

By: /s/ Annmarie Chiarello

Phillip Lamberson

State Bar No. 00794134

Rakhee V. Patel

State Bar No. 00797213

Annmarie Chiarello

State Bar No. 24097496

**WINSTEAD PC**

500 Winstead Building

2728 N. Harwood Street

Dallas, Texas 75201

Telephone: (214) 745-5400

Facsimile: (214) 745-5390

plamberson@winstead.com

rpatel@winstead.com

achiarello@winstead.com

**COUNSEL FOR SEACRET DIRECT,  
LLC**

**CERTIFICATE OF SERVICE**

I hereby certify that on October 6, 2021, notice of this document will be electronically mailed to the parties that are registered or otherwise entitled to receive electronic notices in this case pursuant to the Electronic Filing Procedures in this District. I further certify that notice of this document will be sent via First-Class U.S. Mail to the parties required to be served by Local Rule 9013(f) and the parties listed on the attached Complex Service List.

/s/ Annmarie Chiarello

One of Counsel

**CERTIFICATE OF CONFERENCE**

I hereby certify that on October 5, 2021, counsel for movants conferred with counsel for the Debtors via electronic mail to discuss the relief requested in this Motion. Debtors' counsel did not respond before the Motion was filed, which I believe indicates that the Debtors oppose the relief requested in the Motion.

/s/ Phillip Lamberson

One of Counsel



Name	Attention	Address 1	Address 2	City	State	Zip	Country	Phone	Fax	Email
AirMed International, LLC	c/o Law Office of Christine Rister	Attn: Christine M. Rister	3021 Ridge Rd. A-102	Rockwall	TX	75032		469-314-1700		christine@risterlaw.com
AMEX TRS Co., Inc.	c/o Becket and Lee LLP	PO Box 3001		Malvern	PA	19355-0701		610-228-2570		proofofclaim@becket-lee.com payments@becket-lee.com bankruptcy@abernathy-law.com
Collin County Tax Assessor/Collector	c/o Abernathy, Roeder, Boyd & Hullett, P.C.	Attn: Paul Lopez, Larry Boyd, Emily Hahn	1700 Redbud Blvd., Suite 300	McKinney	TX	75069		214-544-4000	214-544-4040	plopez@abernathy-law.com
David Watson		9029 S Yosemite #2303		Lone Tree	CO	80124		507-312-0290		ehahn@abernathy-law.com
Department of Treasury - Internal Revenue Service		PO Box 7346		Philadelphia	PA	19101-7346		800-973-0424		davewatson22@hotmail.com
FSP Legacy Tennyson Center LLC	c/o Greenberg Traurig LLP	Attn: David R. Eastlake and Kristen M. Jacobsen	1000 Louisiana, Suite 1700	Houston	TX	77002		713-374-3500	713-374-3505	eastlake@gtlaw.com
FSP Legacy Tennyson Center LLC	c/o Greenberg Traurig LLP	Attn: Tina M. Ross	2200 Ross Avenue, Suite 5200	Dallas	TX	75201		214-665-3600	214-665-3601	rosett@gtlaw.com
FSP Legacy Tennyson Center, LLC	Attn: Christine Villar	401 Edgewater Place, Suite 200		Wakefield	MA	01880		781-557-1377		cvillar@fspreit.com
Gowling WLG (Canada) LLP	Adele Cardinal	160 Elgin Street, Suite 2600		Ottawa	ON	K1P 1C3	Canada	613-786-0233		adele.cardinal@gowlingwlg.com
Grouply Ventures, LLC, Top Tier Travel, Inc., and Virginia Trask	c/o Scheef & Stone L.L.P.	Attn: Patrick J. Schurr	2600 Network Boulevard Suite 400	Frisco	TX	75034		214-472-2100	214-472-2150	lewis.retik@gowlingwlg.com
Janie Braun, Braun Marketing Company, Matt Morris, Rhonda Morris, Dr. Troy Brown, Kathy Brown, Kari Schneider, Lisha Schneider, Byron Schrag, And Martin Ruof	c/o The Law Offices of Matthew M. Cowart, P.C.	Attn: Matthew M. Cowart	6609 Blanco Road Suite 235	San Antonio	TX	78216		210-874-2223	210-5479-2023	mcowartlaw@yahoo.com
Melody Yiru and Those Similarly Situated	c/o Lindeman Law Firm	Attn: Blake J. Lindemann	433 N. Camden Drive, 4th Floor	Beverly Hills	CA	90210		310-279-5269	310-300-0267	jacobson@gtlaw.com
Melody Yiru and Those Similarly Situated	c/o Montes Law Group PC	Attn: Rachel E. Montes	1121 Kinwest Parkway, Ste. 100	Irving	TX	75063		214-522-9401	214-522-9428	rosett@gtlaw.com
Montgomery Capital Advisers, LLC	c/o Wick Phillips Gould & Martin, LLP	Attn: Jason M. Rudd & Scott D. Lawrence & Lauren K. Drawhorn	3131 McKinney Avenue, Suite 100	Dallas	TX	75204		214-692-6200	214-692-6255	cvillar@fspreit.com adele.cardinal@gowlingwlg.com lewis.retik@gowlingwlg.com
Nancy Lieberman Charities	c/o Weil, Gotshal & Manges LLP	Attn: Matthew P. Goren and Ryan C. Rolston	767 Fifth Avenue	New York	NY	10153		212-310-8000	212-310-8007	matthew.goren@weil.com
Nancy Lieberman Charities	c/o Weil, Gotshal & Manges LLP	Attn: Paul R. Genender	200 Crescent Court, Suite 300	Dallas	TX	75201		214-746-7700	214-746-7777	ryan.rolston@weil.com
Office of the U.S. Trustee		110 N. College Ave., Suite 300		Tyler	TX	75702		903-590-1450		paul.genender@weil.com
Official Committee of Unsecured Creditors	c/o Pachulski Stang Ziehl & Jones LLP	Attn: Michael D. Warner, Ayala Hassell, Steven W. Golden, Benjamin L. Wallen	440 Louisiana Street, Suite 400	Houston	TX	77002		713-691-9385		ustregion06.ty.ecf@usdoj.gov
Official Committee of Unsecured Creditors	c/o Pachulski Stang Ziehl & Jones LLP	Attn: Robert J. Feinstein, Esq	780 Third Avenue, 34th Floor	New York	NY	10017		212-561-7700		mwarner@pszlaw.com
Plano ISD	c/o Perdue, Brandon, Fielder, Collins & Mott, L.L.P.	Attn: Linda D. Reece	1919 S. Shiloh Rd., Suite 310 LB 40	Garland	TX	75042		972-278-8282	817-860-6509	ahassell@pszlaw.com
Randy Hanson	iCentris	707 W. 700 S		Woods Cross	UT	84087		801-383-3262		sgolden@pszlaw.com
Raymond Braun, Janie Braun, Braun Marketing Company, Matt Morris, Rhonda Morris, Dr. Troy Brown, Kathy Brown, Kari Schneider, Lisha Schneider, Byron Schrag, and Martin Ruof	c/o Richie & Gueringer, P.C.	Attn: Sheldon E. Richie and Matthew M. Cowart	100 Congress Avenue, Suite 1750	Austin	TX	78701		512-236-9220	512-236-9230	bwallen@pszlaw.com
Seacret Direct, LLC	c/o Winstead PC	Attn: Phillip Lamberson	2728 N. Harwood Street 500 Winstead Building	Dallas	TX	75201		214-745-5400	214-745-5390	rfeinstein@pszlaw.com
Spherature Investments LLC	Michael Poates	510 Tennyson Parkway		Plano	TX	75024				lreece@pbfc.com
Spherature Investments LLC, et al	c/o McDermott Will & Emery LLP	Attn: Marcus A. Helt, Esq. & Debbie E. Green	2501 North Harwood Street, Suite 1900	Dallas	TX	75201		214-999-3000		randy.hanson@icentris.com
Synchrony Bank	c/o PRA Receivables Management, LLC	PO Box 41021		Norfolk	VA	23541		877-885-5919	757-351-3257	mhelt@mwe.com
TayJak Enterprises, LLC and Daniel Stammen	c/o Palter Sims Martinez PLLC	Attn: John T. Palter and Kimberly M.J. Sims	8115 Preston Road, Suite 600	Dallas	TX	75225		214-888-3111	214-888-3109	sbugliaro@mwe.com
Taylor Wessing LLP (UK)	Attn: Emilie Delacave; Amy Patterson	5 New Street Square		London		EC4A 3TW	United Kingdom	44 20 7300 4688	44 20 7300 7100	sajones@foley.com
The State of Texas	c/o Office of the Attorney General of Texas	Attn: Jason B. Binford and Abigail R. Ryan	P. O. Box 12548- MC 008	Austin	TX	78711-2548		512-463-2173	512-936-1409	dgreen@mwe.com
Titan Bank	c/o Jones, Allen & Fuquay L.L.P.	Attn: Laura L. Worsham	8828 Greenville Avenue	Dallas	TX	75243		214-343-7400	214-343-7455	claims_rmsc@pragroup.com
Titan Bank	Jonathan Morris	1701 E Hubbard Street		Mineral Wells	TX	76067		817-532-2504	940-325-9821	jpalter@palterlaw.com
TN Dept of Revenue	c/o TN Attorney General's Office, Bankruptcy Division	Attn: Stephen R. Butler	PO Box 20207	Nashville	TN	37202-0207		615-532-8718	615-741-3334	ksims@palterlaw.com
Travel to Freedom, LLC	c/o Brown Fox PLLC	Attn: Eric C. Wood	5550 Granite Parkway, Suite 175	Plano	TX	75024		214-327-5000	214-327-5001	e.delacave@taylorwessing.com
Verona International Holdings, Inc.	c/o Reed Smith LLP	Attn: Keith M. Aurzada	2850 N. Harwood, Suite 1500	Dallas	TX	75201		469-680-4200	469-680-4299	a.patterson@taylorwessing.com
Verona International Holdings, Inc.	c/o Reed Smith LLP	Attn: Kurt F. Gwynne	1201 Market Street, Suite 1500	Wilmington	DE	19801		302-778-7500	302-778-7575	jason.binford@oag.texas.gov